

RECORD NO. 6697-N

JUN 20 1974 9:35 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT

The parties hereto hereby agree that a certain Lease of Railroad Equipment dated as of July 17, 1972 between UNILEASE, LTD., as Lessor, and ELGIN, JOLIET and EASTERN RAILWAY COMPANY, as Lessee (assigned I.C.C. recordation number 6697-A), as supplemented by Lease Supplement Nos. 1, 2, 3, 4 and 5 (assigned I.C.C. recordation numbers 6697-B, 6697-C, 6697-H, 6697-I and 6697-J, respectively), and as amended by Amendment Agreements dated as of October 31, 1972 and April 30, 1973 (assigned I.C.C. recordation numbers 6697-G and 6697-L, respectively) shall be further amended as follows:

Annex A to said Lease, as amended to date, is deleted therefrom and a new Annex A (in the form attached hereto as Exhibit A) is substituted therefor.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed as of this 1st day of June, 1974.

UNILEASE, LTD.

(corporate seal)

By: Thomas F. Bole
As its Vice President

Attest: B. M. McCoy
As its Secretary

ELGIN, JOLIET and EASTERN
RAILWAY COMPANY

(corporate seal)

By: J. W. Krueger
As its Vice President - Finance

Attest: L. F. Young
As its Assistant
Secretary

Annex A to Lease of Railroad Equipment

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Manufacturers' Invoice Price (Aggregate)</u>	<u>E, J & E Road Numbers</u>	<u>Purchase Price per unit</u>	<u>Quarterly Rental per unit*</u>	<u>Daily Rental per unit*</u>
150	100-Ton General Service Gondolas; Whitaker Corporation, Berwick Forge and Fabricating Division, builder	\$2,268,260.00	4200 - 4349	\$15,726.60	2.0719%	0.0230%
24	125-Ton Covered Hopper Cars; ACF Industries, Inc., builder	\$697,444.08	3000- 3023	\$30,222.58	2.0719%	0.0230%
100	70-Ton Coke Hopper Cars with Air-operated Doors and Used Friction Bearing Trucks; Greenville Steel Car Company, builder	\$1,950,123.00	73001- 73100	\$20,281.28	1.8138%	0.0202%
4	GP-38, 2000 H.P. Diesel, Electric Locomotives; General Motors Corporation (Electro-Motive Division), builder	\$1,047,516.00	700- 703	\$272,354.16	2.0719%	0.0230%
		<u>\$5,963,343.08</u>				

*expressed as a percentage of the Purchase Price of such unit

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

On this 11th day of June, 1974, before me personally appeared Thomas F. Bole, to me personally known, who, being by me duly sworn, said that he is the Vice President of Unilease, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Saleh M. Obadiah

SALEH M. OBADIAH
Notary Public, State of New York
No. 31-8172515
Qualified in New York County
Commission Expires March 30, 1976

STATE OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

On this 19th day of June, 1974, before me personally appeared V. W. Kraetsch, to me personally known, who, being by me duly sworn, said that he is the Vice President - Finance of Elgin, Joliet and Eastern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Betty Jean Landgraaf

BETTY JEAN LANDGRAFF, Notary Public
PITTSBURGH, ALLEGHENY COUNTY, PA.
MY COMMISSION EXPIRES
OCTOBER 27, 1975